

MANDERSON, SCHAFER & MCKINLAY LLP

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PARTNERS
Chris Manderson
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March 24, 2011

Via Electronic Filing

The Honorable Arthur J. Gonzalez
Chief United States Bankruptcy Judge
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, NY 10004

Viet Do
Chief Financial Officer
Rock & Republic Enterprises, Inc.
250 West Ivy Avenue
Inglewood, CA 90302

Robert M. Hirsh, Esq.
Arent Fox, LLP
1675 Broadway
New York, NY 10019-5820

Richard Morrissey, Esq.
Office of the United States Trustee
33 Whitehall Street, 21st Floor
New York, NY 10004

Alex Spizz, Esq.
Todtman, Nachamie, Spizz & Johns, P.C.
425 Park Avenue
New York, NY 10022

Re: Rock & Republic Enterprises, Inc., et al.
Chapter 11 Case No. 10-11728 (RDD) (Jointly Administered)

Pursuant to an Order dated April 30, 2010 our firm was retained nunc pro tunc to April 1, 2010 to represent the Debtors in Possession as Special Corporate Counsel in the above-referenced Chapter 11 case. By Order dated April 30, 2010 (the "Compensation Order") the Bankruptcy Court has authorized payment of 80% of our monthly fees and 100% of our monthly expenses.

During the period from December 1, 2010 through December 31, 2010, our fees for services rendered as Special Corporate Counsel to the Debtors in Possession were \$55,311.25. In addition, we incurred \$881.50 in reimbursable expenses.

Hon. Arthur J. Gonzalez
Viet Do, CFO
Robert M. Hirsh, Esq.
Richard Morrissey, Esq.
Alex Spizz, Esq.
March 24, 2011
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A detailed billing statement for the period is enclosed for your information and review. The billing statement sets forth the name of each attorney who rendered services and the applicable billing rate.

BY SUBMITTING THIS UNREDACTED BILLING STATEMENT, MANDERSON, SCHAFFER & MCKINLAY, LLP DOES NOT WAIVE THE ATTORNEY-CLIENT PRIVILEGE OR WORK PRODUCT PRIVILEGE, ALL OF WHICH ARE EXPRESSLY PRESERVED.

In accordance with the Compensation Order, unless we receive an objection to our monthly billing statement within thirty-five days following the month for which compensation is sought, the Debtors shall remit to Manderson, Schaffer & McKinlay, LLP the sum of \$44,249.00, representing 80% of \$55,311.25 for services rendered as Special Corporate Counsel, and \$881.50, representing 100% of reimbursable expenses.

If you have any questions with respect to this billing statement, please do not hesitate to contact the undersigned.

Very Truly Yours,

/s/ Chris Manderson

Chris Manderson
of Manderson, Schaffer & McKinlay, LLP

Manderson, Schafer & McKinlay, LLP
4675 MacArthur Court, Suite 1200
Newport Beach, CA 92660

Rock & Republic Enterprises, Inc.
Attn: CFO
250 West Ivy Avenue
Inglewood, CA 90302

Date: 3/23/2011

Regarding: Rock & Republic - General
Invoice No: 00026

Services Rendered

<u>Date</u>	<u>Staff</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Charges</u>
12/01/2010	JPS	Telephone conference with J. Barron regarding transaction structure issues.	0.30	\$395.00	\$118.50
12/01/2010	JPS	Strategy conference with M. Ball, V. Festekjian, C. Manderson, et al. regarding intellectual property rights of Debtor and transaction strategy.	0.90	\$395.00	\$355.50
12/01/2010	JRB	Review organizational chart and prepare analysis of deal structure issues.	0.80	\$375.00	\$300.00
12/01/2010	JRB	Telephone conference with J. Schafer regarding strategy and process for VF transition. (No Charge)	0.30	\$0.00	\$0.00
12/01/2010	JRB	Telephone conferences with R. Eusebio and C. Manderson regarding purchased assets for VF transaction.	1.00	\$375.00	\$375.00
12/01/2010	WCM	Telephone conference with R. Eusebio, J. Barron regarding trademarks and proposed VF transaction.	1.00	\$395.00	\$395.00
12/01/2010	WCM	Analyze corporate organization and trademark issues.	0.50	\$395.00	\$197.50
12/02/2010	JPS	Telephone conference with client regarding transaction structure and intellectual property. (No Charge)	1.00	\$0.00	\$0.00
12/02/2010	JRB	Telephone conference with M. Ball and V. Festekjian regarding intellectual property rights of Debtor.	1.00	\$375.00	\$375.00
12/02/2010	WCM	Correspondence and follow-up conferences with J. Fazio regarding disputed trademarks.	1.00	\$395.00	\$395.00

12/02/2010	WCM	Strategy conference with M. Ball, V. Festekjian, J. Schafer, et al. regarding intellectual property rights of Debtor and transaction strategy.	0.90	\$395.00	\$355.50
12/02/2010	WCM	Multiple conferences with M. Ball, V. Festekjian, J. Fazio regarding trademarks and deal structure issues.	1.50	\$395.00	\$592.50
12/03/2010	JRB	Follow-up telephone conference with M. Ball, V. Festekjian, et al. regarding corporate strategy.	0.80	\$395.00	\$316.00
12/03/2010	JRB	Review and analyze intellectual property security agreement and discuss with C. Manderson.	0.70	\$375.00	\$262.50
12/03/2010	JRB	Perform UCC searches and prepare correspondence to client.	0.80	\$375.00	\$300.00
12/03/2010	WCM	Revise client correspondence regarding security agreement, UCC searches.	0.70	\$395.00	\$276.50
12/03/2010	WCM	Telephone conferences with M. Ball, V. Festekjian, A. Spizz regarding intellectual property matters and impact on corporate structure.	1.40	\$375.00	\$525.00
12/03/2010	WCM	Telephone conference with M. Ball, V. Festekjian regarding structure issues with VF deal.	1.40	\$375.00	\$525.00
12/05/2010	JPS	Review intellectual property registration documents and ancillary documents and prepare correspondence setting forth analysis of transaction-related issues.	1.10	\$395.00	\$434.50
12/06/2010	BCB	Analyze issues regarding plan structure and Asset Purchase Agreement.	0.50	\$395.00	\$197.50
12/06/2010	JRB	Conference regarding marks and registrations with client and firm attorneys.	0.80	\$375.00	\$300.00
12/06/2010	WCM	Telephone conference regarding marks and registrations with J. Barron and R. Eusebio.	0.80	\$395.00	\$316.00
12/06/2010	WCM	Multiple conferences to discuss analysis with M. Ball, V. Festekjian, A. Spizz regarding proposed VF transaction and related issues.	2.50	\$395.00	\$987.50
12/07/2010	BCB	Review and provide comments re draft Asset Purchase Agreement and intellectual property issues re Rock Holdings.	1.70	\$395.00	\$671.50
12/07/2010	JRB	Review draft VF purchase agreement and related documents and prepare memorandum regarding same.	1.40	\$375.00	\$525.00
12/07/2010	JRB	Telephone conferences with A. Spizz, M. Ball, C. Manderson, and V. Festekjian regarding VF documents.	1.30	\$375.00	\$487.50

12/07/2010	WCM	Conference with restructuring advisors and client regarding VF transaction structure.	1.00	\$395.00	\$395.00
12/07/2010	WCM	Conference with M. Wallace regarding tax issues.	0.80	\$395.00	\$316.00
12/07/2010	WCM	Strategize with restructuring team regarding business operational issues under proposed deal structure.	0.90	\$395.00	\$355.50
12/07/2010	WCM	Conferences (multiple) with M. Ball and J. Fazio regarding trademark issues and transaction structure and prepare correspondence to client regarding same.	1.40	\$395.00	\$553.00
12/08/2010	BCB	Further review of APA and related documents, and intellectual property and sale issues; prepare memorandum to client regarding same.	1.30	\$395.00	\$513.50
12/08/2010	JPS	Review proposed plan of reorganization and analysis regarding potential challenges and objections to transaction structure.	1.60	\$395.00	\$632.00
12/08/2010	JRB	Telephone conference regarding creditor's committee concerns regarding VF transaction.	0.60	\$375.00	\$225.00
12/08/2010	JRB	Correspondence regarding intellectual property issues and proposed deal structure.	0.50	\$375.00	\$187.50
12/08/2010	JRB	Telephone conference with M. Ball, V. Festekjian, and C. Manderson regarding proposed VF transaction.	0.30	\$375.00	\$112.50
12/08/2010	JRB	Telephone conference to discuss proposed VF transaction. (No Charge)	1.20	\$0.00	\$0.00
12/08/2010	WCM	Conference call with M. Ball, V. Festekjian, M. Wallace, A. Spizz, Goldstein, G. Lurie, J. Steinberg regarding VF transaction structure.	1.20	\$395.00	\$474.00
12/08/2010	WCM	Multiple conferences with M. Ball, V. Festekjian, A. Spizz regarding plan structure issues.	2.00	\$395.00	\$790.00
12/08/2010	WCM	Analyze disputed trademark issues, VF proposed transaction and draft follow-up correspondence regarding same.	2.80	\$395.00	\$1,106.00
12/09/2010	BCB	Conference call regarding issues with respect to the proposed VF transaction.	0.80	\$395.00	\$316.00
12/09/2010	JRB	Conference with debtor team to discuss proposed VF transaction and strategy. (No Charge)	0.80	\$0.00	\$0.00
12/09/2010	JRB	Draft comments regarding corporate structure options.	0.30	\$375.00	\$112.50
12/09/2010	WCM	Analyze deal structure issues and prepare analysis for client.	2.80	\$395.00	\$1,106.00

12/09/2010	WCM	Multiple conferences with M. Ball and advisers regarding VF transaction and alternatives, and related tax issues.	2.10	\$395.00	\$829.50
12/09/2010	WCM	Conference with M. Ball and R. Eusebio regarding trademark issues.	1.00	\$395.00	\$395.00
12/10/2010	WCM	Meet with M. Ball and E. Bromberg to discuss deal structure options, tax issues and legal options.	2.50	\$395.00	\$987.50
12/10/2010	WCM	Multiple conferences with advisers and client regarding VF proposal and alternatives.	3.00	\$395.00	\$1,185.00
12/13/2010	JRB	Prepare analysis of VF transaction documents.	2.70	\$375.00	\$1,012.50
12/13/2010	JRB	Conference with C. Manderson regarding proposed revisions to VF documents.	0.80	\$375.00	\$300.00
12/13/2010	JRB	Review and revise VF Asset Purchase Agreement.	2.90	\$375.00	\$1,087.50
12/13/2010	WCM	Follow-up conference with E. Bromberg regarding documents relating to Simms matter.	0.20	\$395.00	\$79.00
12/13/2010	WCM	Conference with E. Bromberg regarding Simms claims dispute matter.	0.30	\$395.00	\$118.50
12/13/2010	WCM	Conference with Arent Fox and FTI regarding proposed transaction and follow-on conference with A. Spizz.	0.50	\$395.00	\$197.50
12/13/2010	WCM	Research trademark ownership issues and multiple conferences with M. Ball and R. Eusebio regarding same.	1.25	\$395.00	\$493.75
12/13/2010	WCM	Review and analyze proposed Asset Purchase Agreement.	2.00	\$395.00	\$790.00
12/14/2010	JRB	Draft correspondence regarding schedules to Asset Purchase Agreement.	0.40	\$375.00	\$150.00
12/14/2010	JRB	Draft correspondence regarding revisions to Asset Purchase Agreement.	0.60	\$375.00	\$225.00
12/14/2010	JRB	Telephone conferences with C. Manderson and R. Eusebio regarding trademarks and other schedules to Asset Purchase Agreement.	0.50	\$375.00	\$187.50
12/14/2010	JRB	Review and revise proposed Asset Purchase Agreement with VF.	1.50	\$375.00	\$562.50
12/14/2010	JRB	Telephone conferences (multiple) with M. Ball, V. Festekjian, G. Lurie, creditors committee and Debtor's counsel regarding revisions to Asset Purchase Agreement.	1.40	\$375.00	\$525.00
12/14/2010	JRB	Telephone conferences with R. Eusebio regarding schedules to Asset Purchase Agreement.	0.30	\$375.00	\$112.50

12/14/2010	WCM	Conferences with Arent Fox, Weil (VF counsel) and VF regarding proposed changes to Asset Purchase Agreement.	2.00	\$395.00	\$790.00
12/14/2010	WCM	Draft correspondence regarding deal structure related issues.	1.20	\$395.00	\$474.00
12/14/2010	WCM	Revise and distribute proposed comments to APA.	2.00	\$395.00	\$790.00
12/14/2010	WCM	Multiple conference calls with Rock & Republic advisors regarding proposed changes to VF deal structure.	2.00	\$395.00	\$790.00
12/14/2010	WCM	Conference with Rock & Republic regarding trademarks, RKF payments, inventory and other issues.	1.30	\$395.00	\$513.50
12/15/2010	BCB	Review comments to plan and APA and prepare follow-up correspondence.	0.40	\$395.00	\$158.00
12/15/2010	JRB	Review letter correspondence to ComVest.	0.20	\$375.00	\$75.00
12/15/2010	JRB	Review the creditors' committee revised draft of plan with respect to corporate and transaction-related issues.	0.80	\$375.00	\$300.00
12/15/2010	JRB	Review and revise schedules to Asset Purchase Agreement.	0.40	\$375.00	\$150.00
12/15/2010	WCM	Conferences with VF counsel, VF, Committee counsel regarding transaction structuring issues.	1.00	\$395.00	\$395.00
12/15/2010	WCM	Multiple conferences with M. Ball, V. Festekjian, A. Goldstein, A. Spizz, G. Lurie, M. Wallace to analyze and strategize restructuring and transaction issues, tax structure and consequences, alternative transaction partners and transaction.	6.50	\$395.00	\$2,567.50
12/16/2010	JRB	Telephone conference with C. Manderson, A. Spizz, and A. Goldstein regarding revisions to the Asset Purchase Agreement. (No Charge)	0.50	\$0.00	\$0.00
12/16/2010	JRB	Draft correspondence regarding comments to the Asset Purchase Agreement and plan.	0.90	\$375.00	\$337.50
12/16/2010	JRB	Draft follow-up correspondence regarding recommended revisions to Asset Purchase Agreement.	0.60	\$375.00	\$225.00
12/16/2010	JRB	Telephone conference with M. Ball, V. Festekjian and C. Manderson to review Asset Purchase Agreement.	2.40	\$375.00	\$900.00
12/16/2010	JRB	Telephone conferences with R. Eusebio regarding schedules to Asset Purchase Agreement.	0.50	\$375.00	\$187.50

12/16/2010	JRB	Review and revise revised draft of the Asset Purchase Agreement.	1.60	\$375.00	\$600.00
12/16/2010	WCM	Conference call regarding tax structure with Arent Fox and R&R advisors.	0.50	\$395.00	\$197.50
12/16/2010	WCM	Multiple conferences with A. Spizz, M. Ball, R. Hirsch, J. Barron, regarding proposed revisions to Asset Purchase Agreement.	2.75	\$395.00	\$1,086.25
12/17/2010	JRB	Multiple telephone conferences regarding finalizing Asset Purchase Agreement.	1.50	\$375.00	\$562.50
12/17/2010	JRB	Review and revise Asset Purchase Agreement and schedules.	1.60	\$375.00	\$600.00
12/17/2010	JRB	Draft correspondence regarding status of negotiations with VF.	0.60	\$375.00	\$225.00
12/17/2010	JRB	Telephone conferences with R. Eusebio regarding schedules to Asset Purchase Agreement and intellectual property agreements.	0.70	\$375.00	\$262.50
12/17/2010	JRB	Telephone conference with M. Ball, V. Festekjian, A. Spizz, A. Goldstein and C. Manderson regarding revisions to Asset Purchase Agreement.	1.50	\$375.00	\$562.50
12/17/2010	WCM	Draft mark-up of proposed Asset Purchase Agreement.	2.10	\$395.00	\$829.50
12/17/2010	WCM	Conference calls (multiple) with client, R&R advisors, VF counsel, Creditor's Committee counsel to negotiate and finalize Asset Purchase Agreement.	6.50	\$395.00	\$2,567.50
12/18/2010	JRB	Review and revise revised schedules for Asset Purchase Agreement.	0.40	\$375.00	\$150.00
12/18/2010	WCM	Review corporate and transactional issues in Plan and Disclosure Statement.	2.75	\$395.00	\$1,086.25
12/20/2010	JRB	Telephone conference with M. Ball, G. Lurie, A. Spizz and C. Manderson regarding final VF agreement and finalizing schedules.	1.00	\$375.00	\$375.00
12/20/2010	JRB	All hands conference call with creditors committee counsel and VF counsel regarding Asset Purchase Agreement and plan.	0.40	\$375.00	\$150.00
12/20/2010	WCM	Multiple conference calls with M. Ball, V. Festekjian and R&R advisors regarding final APA and related documents, next steps, news releases.	2.00	\$395.00	\$790.00
12/20/2010	WCM	Review and revise news release, strategize with G. Lurie regarding same.	1.25	\$395.00	\$493.75

12/20/2010	WCM	Conference with Creditor's Committee counsel and VF regarding Asset Purchase Agreement and Plan.	0.40	\$395.00	\$158.00
12/21/2010	JRB	Telephone conferences with C. Manderson and employment law specialists regarding WARN Act issues.	0.90	\$375.00	\$337.50
12/21/2010	WCM	Strategize with M. Ball, V. Festekjian regarding layoffs.	0.50	\$395.00	\$197.50
12/21/2010	WCM	Multiple conferences with M. Ball, V. Do, and employment advisors regarding WARN Act and layoffs.	0.80	\$395.00	\$316.00
12/21/2010	WCM	Multiple conference calls with G. Lurie, M. Ball, M. Wallace, V. Festekjian and A. Goldstein et al re strategy.	3.50	\$395.00	\$1,382.50
12/22/2010	WCM	Review tax memorandum and strategize with M. Wallace, V. Festekjian.	1.50	\$395.00	\$592.50
12/22/2010	WCM	Review and analyze WARN Act issues and notices.	1.00	\$395.00	\$395.00
12/22/2010	WCM	Conferences (multiple) with client regarding press releases, publicity, wind down and tax issues.	1.25	\$395.00	\$493.75
12/23/2010	JRB	Prepare corporate governance documents.	1.20	\$375.00	\$450.00
12/23/2010	WCM	Multiple conferences with management and restructuring team regarding VF sale, transition and wind-down issues.	3.00	\$395.00	\$1,185.00
12/24/2010	WCM	Review and analyze insurance claim regarding MTM fraudulent invoices.	1.50	\$395.00	\$592.50
12/27/2010	WCM	Research regarding trademark transfer and license-back issues.	1.10	\$395.00	\$434.50
12/27/2010	WCM	Conference with M. Wallace regarding transaction structuring and tax issues relating to residual licenses.	0.80	\$395.00	\$316.00
12/28/2010	JPS	Conference call with M. Ball, V. Festekjian, and J. Barron regarding bidding procedures. (No Charge)	0.70	\$0.00	\$0.00
12/28/2010	JRB	Review plan and Asset Purchase Agreement regarding bidding procedures and prepare comments.	0.60	\$375.00	\$225.00
12/28/2010	JRB	Telephone conference with M. Ball, V. Festekjian, and C. Manderson regarding bidding procedures.	0.70	\$375.00	\$262.50
12/28/2010	WCM	Conference call with M. Ball, V. Festekjian, and J. Barron regarding bidding procedures. (No Charge)	0.70	\$0.00	\$0.00
12/29/2010	BCB	Analyze plan issues and issues regarding claim treatment under the plan.	0.60	\$395.00	\$237.00

12/29/2010	WCM	Conference with Viet regarding WARN Act issues.	0.50	\$395.00	\$197.50
12/29/2010	WCM	Conference call with V. Festekjian and M. Ball regarding corporate transaction alternatives.	0.60	\$395.00	\$237.00
12/29/2010	WCM	Prepare second interim fee application.	3.40	\$395.00	\$1,343.00
12/30/2010	BCB	Draft proposed revisions to the plan re treatment of general unsecured creditors based on negotiated transaction structure.	1.60	\$395.00	\$632.00
12/28/2011	WCM	Follow-up conference with V. Festekjian and M. Ball regarding bidding procedures.	0.30	\$395.00	\$118.50

Total Fees	\$55,311.25
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Expenses

<u>Start Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Price</u>	<u>Charges</u>
12/03/2010	Lexis Nexis Research Charges.	1.00	\$881.50	\$881.50
Total Expenses				\$881.50

Total New Charges

\$56,192.75

Total Amount Due this Bil \$56,192.75